

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FEDERAL DEPOSIT INSURANCE
CORPORATION AS RECEIVER FOR
COLONIAL BANK,

Plaintiff,

v.

No. 12 Civ. 6166 (LLS) (MHD)

CHASE MORTGAGE FINANCE CORP.;
JPMORGAN CHASE & CO.; J.P. MORGAN
SECURITIES LLC; CITICORP MORTGAGE
SECURITIES, INC.; CITIMORTGAGE, INC.;
CITIGROUP GLOBAL MARKETS INC.; FIRST
HORIZON ASSET SECURITIES INC.; FIRST
HORIZON HOME LOAN CORPORATION;
ALLY SECURITIES LLC; CREDIT SUISSE
SECURITIES (USA) LLC; DEUTSCHE BANK
SECURITIES INC.; FTN FINANCIAL
SECURITIES CORP.; HSBC SECURITIES
(USA) INC.; MERRILL LYNCH, PIERCE,
FENNER & SMITH INC.; RBS SECURITIES
INC.; UBS SECURITIES LLC; and WELLS
FARGO ASSET SECURITIES CORPORATION,

Defendants.

NOTICE OF MOTION

PLEASE TAKE NOTICE THAT, upon the accompanying Memorandum of Law, the Declaration of Andrew T. Frankel, dated November 13, 2012, and the exhibits attached thereto, Defendants Chase Mortgage Finance Corp., JPMorgan Chase & Co., J.P. Morgan Securities LLC, Citicorp Mortgage Securities, Inc., CitiMortgage, Inc., Citigroup Global Markets Inc., First Horizon Asset Securities Inc., First Horizon Home Loan Corporation, Ally Securities LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., FTN Financial Securities Corp., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Inc., RBS Securities

Inc., UBS Securities LLC, and Wells Fargo Asset Securities Corporation will move this Court, before the Honorable Louis L. Stanton, United States District Judge, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York, 10007, on a date and time designated by the Court, for an order dismissing the Complaint pursuant to Federal Rule of Civil Procedure 12(b)(6) and granting Defendants such other and further relief as the Court deems just and proper. Oral argument is requested on a date and at a time designated by the Court.

Dated: November 13, 2012
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

MUNGER, TOLLES & OLSON LLP

By: /s/ Andrew T. Frankel
Thomas C. Rice (trice@stblaw.com)
Andrew T. Frankel (afrankel@stblaw.com)
Alexandra C. Pitney (lpitney@stblaw.com)

By: /s/ James C. Rutten
Marc T.G. Dworsky
(marc.dworsky@mto.com)
James C. Rutten (James.Rutten@mto.com)

425 Lexington Avenue
New York, New York 10017
Phone: (212) 455-2000
Fax: (212) 455-2502

355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071
Phone: (213) 683-9100
Fax: (213) 687-3702

*Attorneys for Defendant Deutsche Bank
Securities Inc., RBS Securities Inc., and UBS
Securities LLC*

David H. Fry (David.Fry@mto.com)
Achyut J. Phadke (Achyut.Phadke@mto.com)
560 Mission Street, 27th Floor
San Francisco, California 94105
Phone: (415) 512-4000
Fax: (415) 512-4077

*Attorneys for Defendant Wells Fargo Asset
Securities Corporation*

SULLIVAN & CROMWELL LLP

By: /s/ Bruce E. Clark
Bruce E. Clark (clarkb@sullcrom.com)

125 Broad Street
New York, New York 10004-2498
United States
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

Amanda F. Davidoff
(davidoffa@sullcrom.com)
Kathleen S. McArthur
(mcarthurk@sullcrom.com)

1701 Pennsylvania Avenue, NW
Washington, D.C. 20006-5805
Phone: (202) 956-7500
Fax: (202) 956-6993

*Attorneys for Defendants First Tennessee Bank
National Association (successor by merger to
First Horizon Home Loan Corporation), FTN
Financial Securities Corp., and First Horizon
Asset Securities, Inc.*

CLEARY GOTTlieb STEEN &
HAMILTON LLP

By: /s/ Roger A. Cooper
Roger A. Cooper (racoper@cgsh.com)
Jared Gerber (jgerber@cgsh.com)

1 Liberty Plaza
New York, New York 10006
Phone: (212) 225-2000
Fax: (212) 225-3999
*Attorneys for Defendant Merrill Lynch, Pierce,
Fenner & Smith Inc.*

SULLIVAN & CROMWELL LLP

By: /s/ Sharon L. Nelles
Sharon L. Nelles (nelles@sullcrom.com)
Darrell S. Cafasso (cafassod@sullcrom.com)

125 Broad Street
New York, New York 10004-2498
United States
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

*Attorneys for Defendants Chase Mortgage
Finance Corp., JP Morgan Chase & Co., and
J.P. Morgan Securities LLC*

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: /s/ Bruce Birenboim
Brad S. Karp (bkarp@paulweiss.com)
Bruce Birenboim
(bbirenboim@paulweiss.com)
Susanna M. Buergel
(sbuergel@paulweiss.com)

1285 Avenue of the Americas
New York, New York 10019-6064
Tel.: (212) 373-3000
Fax: (212) 757-3990

*Attorneys for Defendants Citicorp Mortgage
Securities Inc., CitiMortgage Inc., and
Citigroup Global Markets Inc.*

CRAVATH, SWAINE & MOORE LLP

By: /s/ Richard W. Clary

Richard W. Clary
(rclary@cravath.com)

Richard J. Stark
(rstark@cravath.com)

Michael T. Reynolds
(mreynolds@cravath.com)

Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

*Attorneys for Defendant Credit Suisse
Securities (USA) LLC*

MAYER BROWN LLP

By: /s/ Michael Ware

Mark G. Hanchet

(mhanchet@mayerbrown.com)

Michael O. Ware (mware@mayerbrown.com)

Charles Korschun

(ckorschun@mayerbrown.com)

1675 Broadway
New York, New York 10019
Phone: (212) 506-2500
Fax: (212) 262-1910

*Attorneys for Defendants HSBC Securities
(USA) Inc. and Ally Securities,*